

**Objection Deadline: July 10, 2015 at 4:00 p.m. (Prevailing Eastern Time)**  
**Hearing Date and Time: July 22, 2015 at 10:00 a.m. (Prevailing Eastern Time)**

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Special Situations Fund LP, and PEP Credit Investors LP*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	<b>:</b> <b>Chapter 11</b>
	<b>:</b>
<b>LEHMAN BROTHERS HOLDINGS INC., et al.,</b>	<b>:</b> <b>Case No. 08-13555 (SCC)</b>
	<b>:</b>
<b>Debtors.</b>	<b>:</b> <b>(Jointly Administered)</b>
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**PROVIDENCE EQUITY PARTNERS VI LP, PROVIDENCE EQUITY  
PARTNERS VI-A, LP, PROVIDENCE TMT SPECIAL SITUATIONS  
FUND LP, AND PEP CREDIT INVESTOR LP'S JOINDER TO THE  
OBJECTION OF NEWPORT GLOBAL OPPORTUNITIES FUND L.P. AND  
NEWPORT GLOBAL CREDIT FUND (MASTER) L.P. TO THE MOTION OF  
PLAN ADMINISTRATOR PURSUANT TO SECTIONS 8.4, 9.3, AND 14.1  
OF THE MODIFIED THIRD AMENDED JOINT CHAPTER 11 PLAN OF  
LEHMAN BROTHERS HOLDINGS INC. AND ITS AFFILIATED DEBTORS  
TO ESTIMATE CLAIMS FOR RESERVE AND DISTRIBUTION PURPOSES**

Providence Equity Partners VI LP, Providence Equity Partners VI-A, LP, Providence  
TMT Special Situations Fund LP, and PEP Credit Investors LP (collectively, the "**Providence  
Funds**"), by and through their undersigned counsel, hereby join in (the "**Joinder**") the *Objection  
of Newport Global Opportunities Fund L.P. and Newport Global Credit Fund (Master) L.P. to  
the Motion of Plan Administrator Pursuant to Sections 8.4, 9.3, and 14.1 of the Modified Third*

*Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors to Estimate Claims for Reserve and Distribution Purposes* [ECF No. 50258] (the “**Objection**”).<sup>1</sup>

The Providence Funds’ guarantee claims against LBHI that are subject to the Motion are Claim No. 29409 (Providence Equity Partners VI LP), Claim No. 26331 (Providence Equity Partners VI-A, LP), Claim No. 29249 (Providence TMT Special Situations Fund LP), and Claim No. 26386 (PEP Credit Investor LP) (collectively, the “**Providence Guarantee Claims**”).

The Providence Funds hereby join in and incorporate by reference the legal arguments made in the Objection. Specifically, the Motion should be denied as to the Providence Guarantee Claims because the Providence Funds have not recovered the full value of their claim entitlements, which are enforceable against LBHI under the LBHI Guarantees. Accordingly, the Providence Funds respectfully request that the Court deny the Motion as it relates to the Providence Fund Guarantee Claims.

Dated: July 10, 2015  
New York, New York

**BROWN RUDNICK LLP**

/s/ Howard S. Steel

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<sup>1</sup> Capitalized terms used but not otherwise defined in this Joinder shall have the meanings set forth in the Objection.